

EXHIBIT C

Libby Notice of Withdrawal

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	
W. R. GRACE & CO., <u>et al.</u> ,)	
)	Civil Action Nos. 11-530 (Consolidated into lead Case
)	No. 11-199 (RLB)); 11-208 (RLB); and 09-766 (RLB)
Debtors.)	
)	Bankruptcy Case No. 01-01139 (JKF)
)	

**LIBBY CLAIMANTS' WITHDRAWAL OF ALL OBJECTIONS AND APPEALS
CONCERNING THE JOINT PLAN, THE GRACE-CNA SETTLEMENT, AND THE
GRACE-ARROWOOD SETTLEMENT**

Pursuant to section II.A. of the *Term Sheet among W. R. Grace & Co., the Asbestos Claimants' Committee, and the Libby Claimants* (the "Libby Settlement Term Sheet"), the Libby Claimants hereby withdraw their appeals of (i) the Bankruptcy Court's January 31, 2011 Order and Memorandum Opinion confirming the Joint Plan of Reorganization (the "Plan"), as clarified on February 15, 2011 [Dkt. Nos. 26154, 26155, 26289], docketed in the District Court as Case No. 11-530 (RLB) (consolidated into lead Case No. 11-199 (RLB)); (ii) the Bankruptcy Court's January 22, 2011 order approving Grace's insurance settlement with the CNA Companies, *et al.* [Dkt No. 26106] ("CNA"), docketed in the District Court as Case No. 11-208 (RLB); and (iii) the Bankruptcy Court's August 19, 2009 order approving Grace's insurance settlement with Arrowood Indemnity Company, *et al.* [Dkt. No. 22859] ("Arrowood"), docketed in the District Court as Case No. 09-766 (RLB); and all other pending appeals and objections relating to the Plan, Plan-related documents, confirmation of the Plan, and Grace's insurance settlements with CNA and Arrowood.

In accordance with the terms and conditions of the Libby Settlement Term Sheet, the withdrawal of the appeals and objections provided for herein shall be with prejudice and without costs.

Dated: May ____, 2012
Wilmington, Delaware

Respectfully submitted,

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